

Ex. A

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

HENRIETTA KLEIN, derivatively, on behalf of
PFIZER INC.,

Plaintiff,

v.

DENNIS A. AUSIELLO, MICHAEL S. BROWN, M.
ANTHONY BURNS, ROBERT N. BURT; W. DON
CORNWELL, WILLIAM H. GRAY III,
CONSTANCE J. HORNER, JAMES M. KILTS,
JEFFREY B. KINDLER, GEORGE A. LORCH,
DANA G. MEAD, SUZANNE NORA JOHNSON;
STEPHEN W. SANGER; WILLIAM C. STEERE,
JR., FRED A. LEWIS-HALL, FRANK A.
D'AMELIO, and IAN READ,

Defendants,

and

PFIZER INC.,

Nominal Defendant.

C.A. No. 09-cv-7822-JSR

ECF CASE

[caption continues on the following page]

DECLARATION OF THOMAS B. O'DONNELL

JAMES KENNEY, derivatively, on behalf of
PFIZER INC.,

Plaintiff,

v.

JEFFREY B. KINDLER, DOUGLAS M. LANKLER,
DENNIS A. AUSIELLO, MICHAEL S. BROWN,
ROBERT N. BURT, W. DON CORNWELL,
CONSTANCE J. HORNER, JAMES M. KILTS, DANA
G. MEAD; SUZANNE NORA JOHNSON, HENRY A.
MCKINNELL, DAVID L. SHEDLARZ, WILLIAM R.
HOWELL, STANLEY O. IKENBERRY, FRANKLIN
D. RAINES, RUTH J. SIMMONS, and JEAN PAUL
VALLES,

Defendants,

and

PFIZER INC., a Delaware corporation,

Nominal Defendant.

C.A. No. 09-cv-7913-JSR

ECF CASE

ROBERT J. CASEY and WILLIAM A.
HOUSTON, derivatively, on behalf of PFIZER
INC.,

Plaintiffs,

v.

DENNIS A. AUSIELLO, MICHAEL S. BROWN, M.
ANTHONY BURNS, ROBERT N. BURT, W. DON
CORNWELL, WILLIAM H. GRAY III, CONSTANCE
J. HORNER, JAMES M. KILTS, JEFFREY B.
KINDLER, GEORGE A. LORCH, DANA G. MEAD,
SUZANNE NORA JOHNSON, STEPHEN W.
SANGER, WILLIAM C. STEERE, JR., FRED A. C.
LEWIS-HALL, FRANK A. D'AMELIO and IAN C.
READ,

Defendants,

and

PFIZER INC., a Delaware corporation,

Nominal Defendant.

C.A. No. 09-cv-7983-JSR

ECF CASE

LOUISIANA SHERIFFS' PENSION AND RELIEF
FUND, derivatively, on behalf of PFIZER INC.,

Plaintiff,

v.

DENNIS A. AUSIELLO, MICHAEL S. BROWN, M.
ANTHONY BURNS, ROBERT N. BURT, W. DON
CORNWELL, WILLIAM H. GRAY III, CONSTANCE
J. HORNER, JAMES M. KILTS, JEFFREY B.
KINDLER, GEORGE A. LORCH, DANA G. MEAD,
SUZANNE NORA JOHNSON, WILLIAM C.
STEERE, JR., DOUGLAS M. LANKLER, FRANK.
A. D'AMELIO, IAN C. READ, and JOSEPH M.
FECZKO,

Defendants,

and

PFIZER INC.,

Nominal Defendant.

C.A. No. 09-cv-8042-JSR

ECF CASE

CATHY BUCH,

Plaintiff,

v.

DENNIS A. AUSIELLO, MICHAEL S. BROWN, M.
ANTHONY BURNS, ROBERT N. BURT, W. DON
CORNWELL, WILLIAM H. GRAY III, CONSTANCE
J. HORNER, JAMES M. KILTS, JEFFREY B.
KINDLER, GEORGE A. LORCH, DANA G. MEAD,
SUZANNE NORA JOHNSON, STEPHEN W.
SANGER, WILLIAM C. STEERE, JR., DOUGLAS
M. LANKLER, FRANK A. D'AMELIO, IAN C.
READ, JOSEPH M. FECZKO, HENRY A.
MCKINNELL, DAVID L. SHEDLARZ, WILLIAM R.
HOWELLSTANLEY O. IKENBERRY, FRANKLIN D.
RAINES, RUTH J. SIMMONS, JEAN-PAUL
VALLES, FREDA C. LEWIS-HALL, and PFIZER
INC.,

Defendants.

C.A. No. 09-cv-8289-JSR

ECF CASE

AMALGAMATED BANK, AS TRUSTEE FOR
LONGVIEW LARGE CAP 500 INDEX VEBA
FUND, LONGVIEW LARGE CAP 500 INDEX
FUND and LONGVIEW QUANTITATIVE
LARGE CAP FUND, derivatively, on behalf of
PFIZER INC.,

Plaintiff,

v.

DENNIS A. AUSIELLO, MICHAEL S. BROWN, M.
ANTHONY BURNS, ROBERT N. BURT, W. DON
CORNWELL, WILLIAM H. GRAY III, CONSTANCE
J. HORNER, JAMES M. KILTS, JEFFREY B.
KINDLER, GEORGE A. LORCH, DANA G. MEAD,
SUZANNE NORA JOHNSON, WILLIAM C.
STEERE, JR., WILLIAM R. HOWELL, HENRY A.
MCKINNELL, STANLEY O. IKENBERRY, RUTH J.
SIMMONS, DOUGLAS M. LANKLER, FRANK. A.
D'AMELIO, IAN C. READ, and JOSEPH M.
FECZKO,

Defendants,

and

PFIZER INC.,

Nominal Defendant.

C.A. No. 09-cv-8363-JSR

ECF CASE

THE PORT AUTHORITY OF ALLEGHENY
COUNTY RETIREMENT AND DISABILITY
ALLOWANCE PLAN FOR EMPLOYEES
REPRESENTED BY LOCAL 85 OF
AMALGAMATED TRANSIT UNION,

Plaintiff,

v.

DENNIS A. AUSIELLO, MICHAEL S. BROWN, M.
ANTHONY BURNS, ROBERT N. BURT, W. DON
CORNWELL, WILLIAM H. GRAY III, CONSTANCE
J. HORNER, JAMES M. KILTS, JEFFREY B.
KINDLER, GEORGE A. LORCH, DANA G. MEAD,
SUZANNE NORA JOHNSON, STEPHEN W.
SANGER, WILLIAM C. STEERE, JR., DOUGLAS
M. LANKLER, FRANK A. D'AMELIO, IAN C.
READ, JOSEPH M. FECZKO, HENRY A.
MCKINNELL, DAVID L. SHEDLARZ, WILLIAM R.
HOWELL, STANLEY O. IKENBERRY, FRANKLIN
D. RAINES, RUTH J. SIMMONS, JEAN-PAUL
VALLES, FRED A. C. LEWIS-HALL and PFIZER
INC.,

Defendants.

C.A. No. 09-cv-8388-JSR

ECF CASE

SKANDIA LIFE INSURANCE COMPANY LTD.,

Plaintiff,

v.

JEFFREY B. KINDLER, DENNIS A. AUSIELLO,
MICHAEL S. BROWN, M. ANTHONY BURNS,
ROBERT N. BURT, W. DON CORNWELL,
WILLIAM H. GRAY III, CONSTANCE J. HORNER,
WILLIAM R. HOWELL, STANLEY O. IKENBERRY,
SUZANNE NORA JOHNSON, JAMES M. KILTS,
GEORGE A. LORCH, HENRY A. MCKINNELL,
DANA G. MEAD, FRANKLIN D. RAINES, DAVID
L. SHEDLARZ, RUTH J. SIMMONS, WILLIAM C.
STEERE, JR., JEAN-PAUL VALLES, FRANK A.
D'AMELIO, JOSEPH M. FECZKO, DOUGLAS M.
LANGLER, and IAN C. READ,

Defendants,

and

PFIZER INC.,

Nominal Defendant.

C.A. No. 09-cv-8544-UA

ECF CASE

I, Thomas B. O'Donnell, declare as follows:

1. I am the First Vice President, Director of Equities for Amalgamated Bank and am duly authorized to execute this Declaration on its behalf.

2. I respectfully submit this Declaration in support of the motion of Amalgamated Bank, as trustee for the LongView Largecap 500 Index VEBA Fund, LongView Largecap 500 Index Fund, and LongView Quantitative Largecap Fund ("Amalgamated"), for an Order (i) appointing Amalgamated as lead plaintiff; (ii) appointing Amalgamated's counsel, Bernstein Litowitz Berger & Grossmann LLP, as lead counsel; and (iii) consolidating the above-captioned actions brought on behalf of nominal defendant Pfizer Inc. ("Pfizer" or the "Company"). I have personal knowledge about the information in this Declaration.

3. Amalgamated Bank is a New York State chartered, FDIC-insured, commercial bank that was established in 1923 by the Amalgamated Clothing Workers of America and remains the only union-owned bank in the United States. Amalgamated Bank, through its Trust Committee, serves as trustee to the LongView Largecap 500 Index VEBA Fund, the LongView Largecap 500 Index Fund, the LongView Quantitative Largecap Fund, and certain other bank collective funds ("LongView Funds" or "Funds").

4. Amalgamated invests workers' retirement savings and other employee benefits through its LongView Funds, which invest in equity and fixed income. As of August 30, 2009, the LongView Funds have approximately \$9.3 billion in assets under management. Through the LongView Funds, Amalgamated has pursued a program of vigorous and aggressive shareholder activism that seeks to enhance shareholder value by effecting corporate governance reforms at portfolio companies such as Pfizer. The LongView Funds use their power as investors to

encourage corporate boards to pursue sound governance policies, hold portfolio companies to high standards of social and environmental practices, and promote, among other things, measures addressing executive compensation, workplace practices and equal opportunity issues. This investment philosophy is driven by the belief that corporate transparency and accountability ultimately supports stable markets, which are crucial for viable economic growth and the long-term returns of our Funds.

5. Following the September 2, 2009 announcement of the monumental \$2.3 billion settlement that Pfizer reached with the U. S. Department of Justice to resolve criminal and civil charges involving pervasive wrongdoing at the Company, members of Amalgamated's Trust Committee met and discussed the matter. After a review and analysis of the facts, members of the Trust Committee determined that the scope and severity of the misconduct at Pfizer, as well as the Funds' significant financial interest in the Company, warranted pursuing a leadership role in a derivative action to enforce the Company's rights against those ultimately responsible for facilitating this wrongdoing.

6. Amalgamated has held a significant number of Pfizer shares throughout the period of wrongdoing alleged in the above-captioned actions. In fact, Amalgamated has continuously held at least one million shares at all relevant times during the period of misconduct. As of the close of the markets on September 30, 2009, Amalgamated holds 2,334,656 Pfizer shares, and intends to continue holding a significant number of shares at least until the resolution of the action. Accordingly, Amalgamated has a compelling financial interest in ensuring the Company's claims are vigorously prosecuted.

7. Further, Amalgamated understands the responsibilities of serving as lead plaintiff and has significant experience serving as a fiduciary and as a lead plaintiff in derivative and

other shareholder litigation. Amalgamated has served as a lead plaintiff in prior derivative actions, including *In re Activision Shareholder Derivative Litigation*, Master File No. SC090343 (Cal. Super. Ct., Los Angeles County) and *In re Tyson Foods, Inc. Consolidated Shareholder Litigation*, C.A. No. 1106-CC (Del. Ch.), and in actions litigated under the Private Securities Litigation Reform Act of 1995, including the securities class action against Cardinal Health, Inc., *In re Cardinal Health, Inc. Securities Litigation*, No. C2-04-575 (S.D. Ohio), in which Amalgamated's efforts led to a record-setting \$600 million recovery. Amalgamated has pursued corporate governance changes where it has found appropriate to do so, and has had success in bringing about such reforms in the actions where it has served as lead plaintiff.

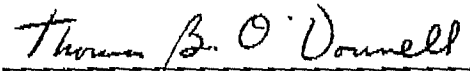
8. After thorough consideration and analysis, the Trust Committee concluded that Amalgamated's experience, leadership, resources and commitment to vigorous shareholder advocacy would greatly benefit the outcome of the litigation, and that pursuing a role as lead plaintiff was consistent with, and presented an opportunity to advance, Amalgamated's goals of promoting corporate accountability and transparency. Accordingly, Amalgamated instructed its counsel to file a derivative complaint setting forth the Company's claims against those executives and directors ultimately responsible for Pfizer's misconduct, as well as a motion seeking Amalgamated's appointment as lead plaintiff.

9. Amalgamated is committed to working closely with its counsel to obtain the best possible recovery on behalf of Pfizer and its shareholders. If appointed as lead plaintiff, Amalgamated will be actively involved in the prosecution of the action, and will consult with lead counsel on major litigation decisions, including important motions, settlement discussions, trial preparation and trial, and intends to vigorously represent the interests of Pfizer and its shareholders throughout the course of the litigation.

10. Amalgamated has selected Bernstein Litowitz to serve as lead counsel in this action and fully supports Bernstein Litowitz's appointment as lead counsel. Amalgamated selected Bernstein Litowitz to represent Amalgamated and its fellow shareholders in this action based on the firm's past performance in serving as counsel to Amalgamated and excellent track record in prosecuting similar litigation.

11. I declare, under penalty of perjury, that the foregoing is true and correct to the best of my knowledge.

Executed this 5th day of October, 2009 in New York, New York.

A handwritten signature in cursive script, reading "Thomas B. O'Donnell", written in dark ink.

Thomas B. O'Donnell
First Vice President
Director of Equities
Amalgamated Bank
15 Union Square West
New York, NY 10003